

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re

Lordstown Motors Corp., *et al.*,¹

Debtors.

Chapter 11

Case No. 23-10831 (MFW)

(Jointly Administered)

Obj. Deadline: Mar. 7, 2024, at 4:00 p.m. (ET)

Hearing Date: March 14, 2024 at 3:00 p.m. (ET)

**COVER SHEETS FOR SECOND INTERIM APPLICATION OF
WHITE & CASE LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
OCTOBER 1, 2023 TO AND INCLUDING DECEMBER 31, 2023**

Name of Applicant: White & Case LLP

Authorized to Provide Professional Services to: Debtors and Debtors in Possession

Date of Retention: Effective June 27, 2023

Period for Which Compensation and Reimbursement Are Requested: October 1, 2023 – December 31, 2023

Total Amount of Compensation (100%): \$3,336,354.00

Amount of Compensation Requested by Prior Monthly Fee Applications (80%): \$2,669,083.20

Amount of Compensation Held Back from Prior Monthly Fee Applications (20%): \$667,270.80²

Total Amount of Expense Reimbursement: \$8,408.06

Aggregate Amount of Compensation and Expense Reimbursement \$3,344,762.06

This is an interim fee application.

¹ The Debtors and the last four digits of their respective taxpayer identification numbers are: Lordstown Motors Corp. (3239); Lordstown EV Corporation (2250); and Lordstown EV Sales LLC (9101). The Debtors' service address is 27000 Hills Tech Ct., Farmington Hills, MI 48331.

² Assumes that the 80% requested by White & Case in its Sixth Monthly Fee Application will be paid in full.

MONTHLY FEE APPLICATIONS FILED

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)	(9)	(10)
		Requested		Approved On Monthly Basis		Holdback		Total Approved By Interim Order	
Date; D.I.	Period Covered	Fees	Expenses	Fees	Expenses	Fees	Expenses	Fees	Expenses
9/13/2023 D.I. 422	6/27/2023- 7/31/2023	\$2,296,617.00	\$4,880.64	\$1,837,293.60	\$4,880.64	\$459,323.40	\$0.00	\$2,296,617.00	\$4,880.64
10/20/2023 D.I. 594	8/1/2023- 8/31/2023	\$1,923,539.00	\$4,149.65	\$1,538,831.20	\$4,149.65	\$384,707.80	\$0.00	\$1,923,539.00	\$4,149.65
11/10/2023 D.I. 684	9/1/2023- 9/30/2023	\$1,313,604.00	\$36.58	\$1,050,883.20	\$36.58	\$262,720.80	\$0.00	\$1,313,604.00	\$36.58
11/30/2023 D.I. 762	10/1/2023- 10/31/2023	\$1,654,153.00	\$3,903.33	\$1,323,322.40	\$3,903.33	\$330,830.60	\$0.00	TBD	TBD
1/12/2024 D.I. 912	11/1/2023- 11/30/2023	\$989,463.00	\$0.00	\$791,570.40	\$0.00	\$197,892.60	\$0.00	TBD	TBD
2/13/2024 D.I. 967	12/1/2023- 12/31/2023	\$692,738.00	\$4,504.73	TBD	TBD	TBD	TBD	TBD	TBD

**SUMMARY OF TOTAL FEES AND HOURS
BY ATTORNEYS AND PARAPROFESSIONALS**

Name	Title	Year Admitted	Areas of Expertise	Hours	Rate	Fees
Cieply, Adam	Partner	2010	M&A - Corporate Practice	15.7	\$1,460.00	\$22,922.00
Green, Jesse	Counsel	2007	Commercial Litigation Practice	103.2	\$1,310.00	\$135,192.00
He, Fan	Counsel	2007	Financial Restructuring & Insolvency (FRI) Practice	313.5	\$1,310.00	\$410,685.00
Hirshorn, Deanna	Legal Assistant	N/A	Financial Restructuring & Insolvency (FRI) Practice	10.4	\$380.00	\$3,952.00
Kampfner, Roberto	Partner	1995	Financial Restructuring & Insolvency (FRI) Practice	218.1	\$1,590.00	\$346,779.00
Kaul, Sequoia	Associate	2018	Commercial Litigation Practice	134.3	\$1,060.00	\$142,358.00
Kim, Doah	Associate	2012	Financial Restructuring & Insolvency (FRI) Practice	196.7	\$1,270.00	\$249,809.00
Lauria, Thomas	Partner	1987	Financial Restructuring & Insolvency (FRI) Practice	9.6	\$2,100.00	\$20,160.00
Ludovici, Stephen	Associate	2014	Financial Restructuring & Insolvency (FRI) Practice	12.8	\$1,240.00	\$15,872.00
Mezei, Livy	Associate	2017	Financial Restructuring & Insolvency (FRI) Practice	134.0	\$1,020.00	\$136,680.00
Padmanabhan, Aditi	Associate	2023	Commercial Litigation Practice	70.7	\$740.00	\$52,318.00
Pryor, Gregory	Partner	1989	M&A - Corporate Practice	31.0	\$1,950.00	\$60,450.00
Strom, Peter	Associate	2021	Financial Restructuring & Insolvency (FRI) Practice	68.3	\$960.00	\$65,568.00
Szuba, RJ	Associate	2017	Financial Restructuring & Insolvency (FRI) Practice	393.9	\$1,140.00	\$449,046.00
Turetsky, David	Partner	2003	Financial Restructuring & Insolvency (FRI) Practice	453.9	\$1,750.00	\$794,325.00
Yoo, Jade	Associate	2020	Commercial Litigation Practice	61.8	\$1,020.00	\$63,036.00
Zakia, Jason	Partner	1999	Commercial Litigation Practice	194.7	\$1,750.00	\$340,725.00
Zhang, Shirley	Associate	2022	M&A - Private Equity Practice	31.9	\$830.00	\$26,477.00
Grand Total				2,454.5		\$3,336,354.00

STATEMENT OF FEES AND EXPENSES BY PROJECT CATEGORY

Cat. No.	Project Category Description	Total Hours	Total Fees
B01	Asset Analysis, Sale & Disposition	220.8	\$291,160.00
B02	Automatic Stay Issues	0.0	\$0.00
B03	Avoidance Actions & Other Asset Recovery	0.0	\$0.00
B04	Business Operations, Vendor & Utility Issues	70.9	\$99,563.00
B05	Case Administration	34.3	\$36,878.00
B06	Case Strategy	71.8	\$103,856.00
B07	Claims Administration & Objections	423.3	\$497,458.00
B08	Corporate Advice & Board Meetings	54.6	\$82,684.00
B09	Creditor Meetings & Statutory Committees	2.5	\$3,547.00
B10	Disbursement	0.0	\$0.00
B11	Discovery	0.0	\$0.00
B12	Exclusivity, Plan & Disclosure Statement	964.5	\$1,360,116.00
B13	Executory Contracts & Unexpired Leases	70.2	\$87,310.00
B14	First Day Pleadings	0.0	\$0.00
B15	Hearings & Court Matters	52.0	\$71,143.00
B16	Insurance Issues	21.5	\$32,851.00
B17	Litigation	287.5	\$415,771.00
B18	Nonworking Travel	0.0	\$0.00
B19	Professional Retention & Fees – W&C	24.5	\$29,019.00
B20	Professional Retention & Fees – Other	5.7	\$7,072.00
B21	Reports, Schedules & U.S. Trustee Issues	53.6	\$77,407.00
B22	Tax Issues	0.4	\$700.00
B23	Employee Issues	96.4	\$139,819.00
Grand Total		2,454.5	\$3,336,354.00

EXPENSE SUMMARY

Category	Amount
Business Meals	\$35.92
Conference Room Dining	\$411.06
Deposition Transcripts	\$7,879.68
Printing	\$0.20
Taxi - Overtime	\$46.20
Overtime Meals	\$35.00
Grand Total	\$8,408.06

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**SECOND INTERIM APPLICATION OF
WHITE & CASE LLP FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES FOR THE PERIOD FROM
OCTOBER 1, 2023 TO AND INCLUDING DECEMBER 31, 2023**

In accordance with the *Order Establishing Procedures for Interim Compensation and Reimbursement of Expenses for Chapter 11 Professionals and Committee Members* [Docket No. 181] (the “**Interim Compensation Procedures**”), White & Case LLP (“**White & Case**”), attorneys for the debtors and the debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases, hereby files this second interim application (this “**Application**”) for the period from October 1, 2023 to and including December 31, 2023 (the “**Application Period**”) requesting (a) interim allowance and payment of \$3,344,762.06, consisting of (i) compensation for professional services to the Debtors in the amount of \$3,336,354.00, representing 100% of the fees earned by White & Case and for which White & Case is seeking compensation for professional services to the Debtors during the Application Period, and (ii) reimbursement of 100% of the actual and necessary expenses incurred by White & Case during the Application Period in connection with such services in the amount of \$8,408.06, without prejudice to White & Case’s right to seek

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additional compensation for services performed and expenses incurred during the Application Period, if any, which were not processed at the time of this Application, and (b) grant such other and further relief as is just and proper. These amounts reflect voluntary reductions made by White & Case before filing, in the aggregate, of \$729,022.00 (~17.9%) in fees and \$1,351.08 (~13.8%) in expenses (and for which White & Case did not seek compensation or reimbursement as part of its Monthly Fee Applications that covered the Application Period).

Specifically, White & Case requests that the Court award interim allowance of the compensation and reimbursement expenses that were the subject of the following Monthly Fee Applications (as defined below) that covered the Application Period.

On November 30, 2023, White & Case filed its fourth monthly fee application (the “**Fourth Monthly Fee Application**”) for the period from October 1, 2023 to October 31, 2023 [Docket No. 762]. Pursuant to the Interim Compensation Procedures, White & Case has been paid \$1,327,225.73, representing \$1,323,322.40 in fees (80% of the \$1,654,153.00 of fees earned) and \$3,903.33 in expenses, and \$330,830.60 in fees have been held back.

On January 12, 2024, White & Case filed its fifth monthly fee application (the “**Fifth Monthly Fee Application**”) for the period of November 2023 [Docket No. 912]. Pursuant to the Interim Compensation Procedures, White & Case has been paid \$791,570.40, representing \$791,570.40 in fees (80% of the \$989,463.00 of fees earned) and \$0.00 in expenses, and \$197,892.60 in fees have been held back.

On February 13, 2024, White & Case filed its sixth monthly fee application (the “**Sixth Monthly Fee Application**,” and together with the Fourth Monthly Fee Application and the Fifth Monthly Fee Application, the “**Monthly Fee Applications**”) for the period of December 2023 [Docket No. 967]. While the objection period for the Sixth Monthly Fee Application under the

Interim Compensation Procedures has not yet passed, should no objection be made, then White & Case will be paid \$558,695.13, representing \$554,190.40 in fees (80% of the \$692,738.00 of fees earned) and \$4,504.73 in expenses, and \$138,547.60 in fees will have been held back.

Details of White & Case's fees and expenses for the Application Period are attached as exhibits to White & Case's Monthly Fee Applications, which have been filed at Docket Numbers 762 (Fourth Monthly Fee Application), 912 (Fifth Monthly Fee Application) and 967 (Sixth Monthly Fee Application). Although White & Case has made every effort to include all fees earned and expenses incurred during the Application Period, some fees and expenses might not have been included in the applicable Monthly Fee Application or covered in this Application due to delays caused by accounting and processing during the Application Period. White & Case reserves the right to make further applications to this Court for allowance of such fees and expenses not included herein. Subsequent fee applications will be filed in accordance with the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and the Compensation Procedures Order. For similar reasons, some of the fees and expenses requested in this Application may have been earned or incurred before the Application Period.

As set forth in the Monthly Fee Applications and restated above, the compensation and expense reimbursements that were the subject of the Monthly Fee Applications reflected voluntary reductions made by White & Case before filing of, in the aggregate, \$729,022.00 (~17.9%) in fees and \$1,351.08 (~13.8%) in expenses.

Exhibits A, B, and C attached hereto contain certain schedules pursuant to the *Appendix B Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330 by Attorneys in Larger Chapter 11 Cases* (the “**U.S. Trustee Guidelines**”).

In addition, White & Case states as follows in response to the questions set forth in paragraph C.5 of the U.S. Trustee Guidelines:

1. Did you agree to any variations from, or alternatives to, your standard or customary billing rates, fees or terms for services pertaining to this engagement that were provided during the Application Period? If so, please explain.
 - a. **White & Case did not agree to any variations from, or alternatives to, its standard or customary billing rates, fees, or terms for services pertaining to this engagement.**
2. If the fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are higher by 10% or more, did you discuss the reasons for the variation with the client?
 - a. **The fees sought in this Application as compared to the fees budgeted for the time period covered by this Application are not higher by 10% or more.**
3. Have any of the professionals included in this Application varied their hourly rate based on the geographic location of the bankruptcy case?
 - a. **The professionals included in this Application did not vary their hourly rate based on the geographic location of the bankruptcy case.**
4. Does the Application include time or fees related to reviewing or revising time records or preparing, reviewing, or revising invoices? (This is limited to work involved in preparing and editing billing records that would not be compensable outside of bankruptcy and does not include reasonable fees for preparing a fee application.) If so, please quantify by hours and fees.
 - a. **No. However, this Application does include time or fees for reviewing time records to redact any privileged or other confidential information as discussed in the answer to question 5 below.**
5. Does this Application include time or fees for reviewing time records to redact any privileged or other confidential information? If so, please quantify by hours and fees.
 - a. **Yes. This Application includes time or fees for reviewing time records to redact any privileged or other confidential information in connection with the preparation of White & Case's Monthly Fee Applications relating to the Application Period. White & Case is seeking compensation for approximately 6.0 hours and \$6,796.00 in fees with respect to this point.**
6. If the Application includes any rate increases since retention:
 - a. Did your client review and approve those rate increases in advance?

i. There have been no rate increases since retention.

- b. Did your client agree when retaining the law firm to accept all future rate increases? If not, did you inform your client that they need not agree to modified rates or terms in order to have you continue the representation, consistent with ABA Formal Ethics Opinion 11-458?

i. There have been no rate increases since retention.

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Dated: February 14, 2024

Respectfully submitted,

/s/David M. Turetsky

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